

RENAISSANCERE HOLDINGS LTD

Form 4

March 10, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wilcox Mark Alexander

2. Issuer Name and Ticker or Trading Symbol  
RENAISSANCERE HOLDINGS LTD [RNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

RENAISSANCE HOUSE, 12 CROW LANE

(Street)

PEMBROKE, D0 HM 19

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
03/06/2014

\_\_\_\_ Director  
 Officer (give title below) SVP, Chief Accounting Officer / Corporate Controller  
\_\_\_\_ 10% Owner  
 Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |   |
| Common Stock                    | 03/06/2014                           |  | M <sup>(1)</sup>               | 3,028 A \$ 53.96  | 78,102  | D  |   |
| Common Stock                    | 03/06/2014                           |  | M <sup>(2)</sup>               | 3,612 A \$ 49.1   | 81,714  | D  |   |
| Common Stock                    | 03/06/2014                           |  | F <sup>(2)</sup>               | 1,849 D \$ 95.93  | 79,865  | D  |   |
| Common Stock                    | 03/06/2014                           |  | F <sup>(1)</sup>               | 1,704 D \$ 95.93  | 78,161 <sup>(3)</sup>   | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (Right to Buy)      | \$ 53.96   | 03/06/2014                           |  | M <sup>(1)</sup>               | 3,028   | 03/12/2005 03/12/2014                                    | RNR Common Stock  | 3,028                      |
| Incentive Stock Option (Right to Buy)      | \$ 49.1  | 03/06/2014                           |  | M <sup>(2)</sup>               | 3,612   | 03/21/2006 03/21/2015                                    | RNR Common Stock  | 3,612                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |                      |
|--|---------------|-----------|-------------------------------|----------------------|
|  | Director      | 10% Owner | Officer                       | Other                |
| Wilcox Mark Alexander<br>RENAISSANCE HOUSE<br>12 CROW LANE<br>PEMBROKE, D0 HM 19 |               |           | SVP, Chief Accounting Officer | Corporate Controller |

## Signatures

/S/ Stephen H. Weinstein,  
Attorney-in-Fact

03/10/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the Amended and Restated 2001 Stock Incentive Plan ("2001 plan") on March 12, 2004 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 5, 2013.

(2) The transactions reported herein relate to the exercise of employee stock options originally granted to the Reporting Person under the 2001 plan on March 21, 2005 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 5, 2013.

(3) Includes 5,788 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were not met, but will remain outstanding under the terms of the 2010 Performance-based Equity Incentive Plan until the time vesting requirement is met, at which point the shares will be cancelled.

### Remarks:

See attached footnotes page.

All transactions listed above are pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 5, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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